

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

Fax (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

June 25, 1999

John
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. *22211* FILED

JUN 28 '99

10-45 AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of June 25, 1999, and primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Bank Austria Creditanstalt Holdings Corporation
2 Greenwich Plaza
Greenwich, CT 06830

Lessee: The Empire District Electric Company
602 Joplin Street
Joplin, MO 64802

A description of the railroad equipment covered by the enclosed document is:

One hundred twenty-five (125) Aluminum BethGon Coalporter gondola railcars bearing EDEX reporting marks and road numbers within the series 099001-099002, inclusive and 099300 - 099422, inclusive

Mr. Vernon A. Williams
June 25, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

22211

MEMORANDUM OF LEASE AGREEMENT

JUN 28 '99

10-45 AM

This Memorandum of Lease Agreement is made and entered into as of June 25, 1999, by and between BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION (hereinafter referred to as "Lessor") and THE EMPIRE DISTRICT ELECTRIC COMPANY (hereinafter referred to as "Lessee"), respecting that certain Railcar Equipment Lease, dated as of June 25, 1999 (the "Lease"), and the Rider 1 thereto, dated June 25, 1999 ("Rider 1"), between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor one hundred twenty-five (125) Aluminum BethGon Coalporter open top coal gondola railcars bearing EDEX reporting marks within the series 099001-099002 inclusive and 099300-099422 inclusive (the "Railcars").
2. The term of the Lease for any Railcar under Rider 1 shall commence on June 25, 1999 and shall terminate on June 30, 2005, provided that the Lease may be sooner terminated as provided therein.
3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider 1, the provisions of the Lease or Rider 1, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

BANK AUSTRIA CREDITANSTALT
HOLDINGS CORPORATION

By: [Signature]
Name: Ray Gesso
Title: Vice President

By: [Signature]
Name: FRANK J. GESSA
Title: VICE PRESIDENT

LESSEE:

THE EMPIRE DISTRICT ELECTRIC
COMPANY

By: _____
Name: _____
Title: _____

STATE OF CONNECTICUT)
)
COUNTY OF Fairfield) SS:

On this 23rd of June, 1999, before me personally appeared ROY GOSSE & LYNN SASSINIA, to me personally known, who being duly sworn, says that ~~he is a~~ ^{they are} VICE PRESIDENTS of BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia A. LaVersa
Notary Public

[NOTARIAL SEAL]

My Commission Expires:
VIRGINIA A. LAVERSA
NOTARY PUBLIC
MY COMMISSION EXPIRES JAN. 31, 2001

STATE OF MISSOURI)
)
COUNTY OF _____) SS:

On this ____ of June, 1999, before me personally appeared _____, to me personally known, who being duly sworn, says that he is an _____ of THE EMPIRE DISTRICT ELECTRIC COMPANY, a Kansas corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission Expires:

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

LESSOR:

LESSEE:

BANK AUSTRIA CREDITANSTALT
HOLDINGS CORPORATION

THE EMPIRE DISTRICT ELECTRIC
COMPANY

By: _____

Name: _____

Title: _____

By: VE Brill

Name: VE BRILL

Title: VICE PRESIDENT

By: _____

Name: _____

Title: _____

STATE OF CONNECTICUT)
)
COUNTY OF _____) SS:

On this ____ of _____, 1999, before me personally appeared _____, to me personally known, who being duly sworn, says that he is a _____ of BANK AUSTRIA CREDITANSTALT HOLDINGS CORPORATION, a Delaware corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission Expires:

STATE OF MISSOURI)
)
COUNTY OF Jasper) SS:

On this 24th of June , 1999, before me personally appeared V.E. Brill, to me personally known, who being duly sworn, says that he is an Officer of THE EMPIRE DISTRICT ELECTRIC COMPANY, a Kansas corporation, that said instrument was signed on behalf of said corporation by an officer duly authorized to sign said instrument, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Donna M. Longan
Notary Public

[NOTARIAL SEAL]

DONNA M LONGAN
NOTARY PUBLIC STATE OF MISSOURI
JASPER COUNTY
MY COMMISSION EXP. JAN. 24, 2000

My Commission Expires:

01-24-00